

RECORDATION NO. 2230455

JUL 30 1999

2:55 PM

ALVORD AND ALVORD  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

*Betty Graham*  
July 30, 1999

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated July 29, 1999, a primary document as defined in the Board's Rules for the Recordation of Documents

The names and addresses of the parties to the enclosed document are:

Lessor: Transamerica Equipment Financial Services  
Corporation  
5080 Spectrum Drive  
Addison, Texas 75001

Lessee: Prime Financial Corporation  
16 South Pennsylvania  
Oklahoma City, Oklahoma 73107

A description of the railroad equipment covered by the enclosed documents is:

twenty-six (26) railcars set forth on Exhibit A attached to the Lease.

Mr. Vernon A. Williams  
July 30, 1999  
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Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

*Robert W. Alvord*

Robert W. Alvord

*1/35*

RWA/bg  
Enclosures

JUL 29 1999

2:35PM

**MEMORANDUM OF LEASE AGREEMENT**

Memorandum of Lease Agreement (this "Memorandum"), made and entered into on July 29, 1999, by and between TRANSAMERICA EQUIPMENT FINANCIAL SERVICES CORPORATION, a Delaware corporation ("Lessor") and PRIME FINANCIAL CORPORATION, an Oklahoma corporation ("Lessee").

**WITNESSETH:**

The undersigned have entered into that certain Lease Agreement between the Lessor and the Lessee dated July 29, 1999, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, subject to the term defined in said Lease Agreement.

\* \* \*

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed as of the date and year first above written.

TRANSAMERICA EQUIPMENT  
FINANCIAL SERVICES CORPORATION,  
as Lessor

By: 

Name: Ferris W. Mapes

Title: Vice President

Executed on this 28<sup>th</sup> day of July, 1999

PRIME FINANCIAL CORPORATION,  
as Lessee

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

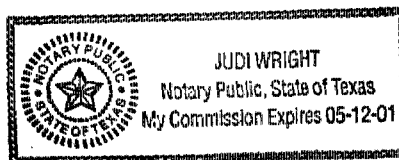
Executed on this \_\_\_\_ day of \_\_\_\_\_, 1999

STATE OF Texas )  
COUNTY OF Dallas )

On this 28th day of July, 1999 before me personally appeared Ferris W. Mapes, to me personally known, who being duly sworn, says that he/she is the Vice President of Transamerica Equipment Financial Services Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Judi Wright  
Notary Public

My Commission expires: 5/12/2001



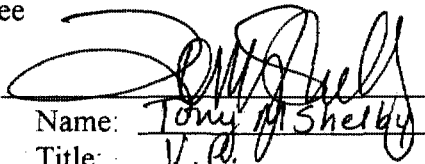
IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be  
duly executed as of the date and year first above written.

TRANSAMERICA EQUIPMENT  
FINANCIAL SERVICES CORPORATION,  
as Lessor

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Executed on this \_\_\_\_ day of \_\_\_\_\_, 1999

PRIME FINANCIAL CORPORATION, as  
Lessee

By:   
Name: Tony M. Shelby  
Title: V.P.

Executed on this 28<sup>th</sup> day of July, 1999

STATE OF Oklahoma )  
COUNTY OF Cleveland )

On this 28th day of July, 1999 before me personally appeared Tony M. Shelby, to me personally known, who being duly sworn, says that he/she is the Vice President of Prime Financial Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Yvonne M. Guinn  
Notary Public

My Commission expires: 9/9/2000

# EXHIBIT A

## Number of Cars

26

## Marks

EDCX

## Car Numbers

6014-6024,  
6026-6033,  
6200-6205,  
6207